

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

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In re: PROMESA
THE FINANCIAL OVERSIGHT AND Title III
MANAGEMENT BOARD FOR PUERTO RICO, No. 17 BK 3283-LTS
as representative of (Jointly Administered)
THE COMMONWEALTH OF PUERTO RICO, *et al.*, Re: ECF Nos. 1518, 4549, 4858
Debtors.¹ -----X

**ORDER EXTENDING TIME TO ASSUME OR REJECT
UNEXPIRED LEASES OF NONRESIDENTIAL REAL
PROPERTY PURSUANT TO BANKRUPTCY CODE SECTION 365(d)(4)**

Upon the Debtors' *Motion for Entry of Order Extending Time to Assume or Reject Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365(d)(4)* [ECF No. 1518] (the "Motion"),² and the *Bridge Order Extending Time to Assume or Reject Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365(d)(4)* [ECF No. 4549], and the *Notice of Presentment of Order Extending Time to Assume or Reject Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365(d)(4)* [ECF No. 4858]; and the Court having found it has subject matter jurisdiction over this

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566- LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747)

² Capitalized terms used but not otherwise defined herein have the meanings given to them in the Motion.

matter pursuant to PROMESA section 306(a); and it appearing that venue is proper pursuant to PROMESA section 307(a); and the Court having found that the extension of deadlines set forth herein is appropriate, and the relief requested is in the best interests of the Debtors, their creditors, and other parties in interest, it is HEREBY ORDERED THAT:

1. The deadline of the time for the Debtors to assume or reject any of the Real Property Leases listed on **Exhibit A** hereto is extended until the earlier of (i) January 1, 2020, (ii) the date of expiration or termination of such leases pursuant to their own terms, or (iii) the date on which a plan of adjustment is confirmed for each Debtor, without prejudice to (x) the Debtors' right to seek further extensions as contemplated by Bankruptcy Code section 365(d)(4)(B)(ii), or (y) the right of any party in interest to object to such requested extensions.³

2. Attached hereto as **Exhibit B** is a list of additional Real Property Leases for which the respective landlords have been sent a request for a consensual extension of the Debtors' time to assume or reject pursuant to section 365(d)(4) until the earlier of (i) January 1, 2020, (ii) the date of expiration or termination of such leases pursuant to their own terms, or (iii) the date on which a plan of adjustment is confirmed for each Debtor, with an indication that they will have been deemed to consent absent an affirmative indication that they do not consent as requested, and for which no such consent or lack of consent has been indicated as of the date of presentment of this Order. The deadline of the time for the Debtors to assume or reject any of the Real Property Leases listed on **Exhibit B** is hereby extended until the earlier of (i) January 1, 2020, (ii) the date of expiration or termination of such leases pursuant to their own terms, or (iii) the date on which a plan of adjustment is confirmed for each Debtor, without prejudice to (x) the

³ For the avoidance of doubt, the deadline to assume or reject unexpired leases of nonresidential real property under which the Puerto Rico Public Building Authority is the lessor is governed by a separate order [ECF No. 4114].

Debtors' right to seek further extensions as contemplated by Bankruptcy Code section 365(d)(4)(B)(ii), or (y) the right of any party in interest to object to such requested extensions, and subject to a reservation of the rights of each landlord on **Exhibit B** to assert that its consent was not validly provided.

3. Attached hereto as **Exhibit C** is a list of additional Real Property Leases for which the respective landlords have affirmatively denied consent.

4. The Debtors may submit further orders on the Motion with respect to additional landlords who have consented or may in the future consent to an extension of the Debtors' deadline to assume or reject Real Property Leases under Bankruptcy Code section 365(d)(4) until seven days prior to the expiration of each Debtor's respective deadline in accordance with the presentment procedures set forth in the *Seventh Amended Notice, Case Management and Administrative Procedures* [ECF No. 4086-1].

5. Nothing in the Motion or this Order shall be deemed or construed as (i) an assumption or rejection of any agreement, contract, or lease pursuant to Bankruptcy Code section 365, or (ii) an admission with respect to whether any of the Debtors' contracts or leases is an unexpired lease of nonresidential real property within the meaning of Bankruptcy Code section 365(d). The relief granted by this Order shall not affect the Debtors' rights to assume, assume and assign, or reject any Real Property Leases.

6. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: January 29, 2019

/s/ Laura Taylor Swain
Honorable Laura Taylor Swain
United States District Judge